

B 210A (Form 210A) (12/09)

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

In re Lehman Brothers Holdings Inc., et al., Debtors.

Case No. 08-13555 (JMP)
(Jointly Administered)

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Goldman Sachs Lending Partners LLC
Name of Transferee

Greywolf Structured Products Master Fund, Ltd.
Name of Transferor

Name and Address where notices to transferee should be sent:

Goldman Sachs Lending Partners LLC
c/o Goldman, Sachs & Co.
30 Hudson Street, 36th Floor
Jersey City, NJ 07302
Attn: Lauren Day
Email: gsd.link@gs.com

Court Claim # (if known): 27566
Amount of Claim: \$3,759,557.00
Date Claim Filed: 9/22/09
Debtor: Lehman Brothers Special Financing Inc.

With a copy to:
Richards Kibbe & Orbe LLP
Attn: Managing Clerk
One World Financial Center
New York, NY 10281


Phone: 212-934-3921
Last Four Digits of Acct #: _____

Phone: 914-249-7824
Last Four Digits of Acct. #: _____

Name and Address where transferee payments should be sent (if different from above):

Phone: _____
Last Four Digits of Acct #: _____

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: 
Name of Transferee/Transferee's Agent

Date: 6/23/10

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 Y.S.C. §§ 152 & 3571.

Exhibit B

FORM OF EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, Greywolf Structured Products Master Fund, Ltd. ("Seller") hereby unconditionally and irrevocably sells, transfers and assigns to Goldman Sachs Lending Partners LLC ("Buyer") 100% of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, its claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) against **Lehman Brothers Special Financing Inc.** (the "Debtor"), the debtor in Case No. 08-13888 pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") and the relevant portion of any and all proofs of claim (**No. 27566**) filed by Seller with the Bankruptcy Court in respect of the foregoing claim.

Seller hereby waives any objection to the transfer of the claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the foregoing claim, recognizing Buyer as the sole owner and holder of the claim, and directing that all payments or distributions of money or property in respect of the claim be delivered or made to Buyer.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM is executed this 22
day of June, 2010.

GREYWOLF STRUCTURED PRODUCTS
MASTER FUND, LTD.

By: Greywolf Capital Management LP

By: 

Name:

Title: **Robert Miller**

Authorized Signatory

GOLDMAN SACHS LENDING PARTNERS LLC

By: 

Name:

Title:

Nancy Y. Kwok
Authorized Signatory